

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:)	Chapter 11
SOUTHERN FOODS GROUPS, LLC, <i>et al.</i> ,)	Case No. 19-36313 (DRJ)
Debtors. ¹)	Jointly Administered
)	
)	

**FINAL NOTICE OF ASSUMPTION AND ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED LEASES FOR PRODUCERS DAIRY FOODS**

PLEASE TAKE NOTICE that, on November 12, 2019, Southern Foods Group, LLC, Dean Foods Company, and their debtor affiliates (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that, on March 19, 2020, the Court entered an order, among other things, (i) approving bidding procedures for sales of the Debtors’ assets, (ii) scheduling a hearing to approve the sales of the Debtors’ assets, (iii) approving the form and manner of notices of sales and sale hearing, (iv) approving assumption and assignment procedures, and (v) granting related relief [D.I. 1178] (the “**Bidding Procedures Order**”).

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors’ mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

PLEASE TAKE FURTHER NOTICE that, on March 19, 2020, the Debtors filed and served upon each non-Debtor counterparty to an unexpired executory contract or lease a notice [D.I. 1183] (the “**Potential Assumed Contracts Schedule**”) of the potential assumption and assignment of such contract or lease and of the amounts necessary to cure any defaults under such contract or lease pursuant to section 365(b) of the Bankruptcy Code (the “**Cure Costs**”). **The deadline (April 1, 2020 at 12:00 p.m. (prevailing Central Time)) to file an objection to the Cure Costs of any contract and lease listed on the Potential Assumed Contracts Schedule has expired.**

PLEASE TAKE FURTHER NOTICE that, on April 6, 2020, the Court entered an order, among other things, (i) authorizing the sale of certain assets to Producers Dairy Foods (the “**Buyer**”) free and clear of all claims, liens, interests, and encumbrances, (ii) authorizing the Debtors to enter into and perform their obligations under the asset purchase agreement and related documents, and (iii) granting related relief [D.I. 1584] (the “**Sale Order**”).

PLEASE TAKE FURTHER NOTICE that, on April 22, 2020, in accordance with the Sale Order, the Debtors filed and served upon each non-Debtor counterparty to a contract or lease a notice [D.I. 1742] (the “**Proposed Assumed Contracts Schedule**”) of the contracts proposed for assumption and assignment by the Buyer. **The deadline (April 29, at 11:59 p.m. (prevailing Central Time)) to object to the ability of the Buyer to provide adequate assurance of future performance has expired.**

PLEASE TAKE FURTHER NOTICE that, on May 5, 2020, the Court entered an order, among other things, authorizing the Debtors to assume and assign to the Buyer the contracts and leases listed on the Proposed Assumed Contracts Schedule [D.I. 1951] (the “**365 Order**”).²

PLEASE TAKE FURTHER NOTICE that, pursuant to the 365 Order, the Debtors hereby file this final notice (as may be supplemented from time to time) listing the Assigned Contracts assumed and assigned to the Buyer and the corresponding Cure Costs.

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the 365 Order.

Dated: December 18, 2020
Houston, Texas

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

/s/ William R. Greendyke

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Counsel to the Debtors and Debtors in Possession

Assumed Contract Schedule

Item	Counterparty	Debtor(s)	Contract Description	Cure Costs
939	BRENNAN, DAVID 500 GOULD ST RENO, NV 89505	Model Dairy, LLC	LEASE: BUILDING AND LAND DATED 03/29/2019	\$ -
940	BRENNAN, DAVID 500 GOULD ST RENO, NV 89505	Model Dairy, LLC	LEASE: BUILDING AND LAND	\$ -
941	BRENNAN, DAVID 525 KIETZKE LN RENO, NV 89502	Model Dairy, LLC	LEASE: BUILDING AND LAND	\$ -
974	BROWN 6 PROP ATTN GAIL SLEE 216 WYE RD BISHOP, CA 93514	Dean Foods Company Model Dairy, LLC	STORAGE AGREEMENT DATED 10/05/2017	\$ 450.00
5323	PERI FAMILY RANCH LLC PO BOX 35 YERINGTON, NV 89447	Model Dairy, LLC	LEASE: BUILDING AND LAND	\$ 700.00
5676	RENO PATIO & FIREPLACE LLC D/B/A MILL STREET AUTO ATTN RICH TAYLOR 690 SUNSHINE LN RENO, NV 89502	Model Dairy, LLC	LEASE: BUILDING AND LAND DATED 10/11/2018	\$ -
5919	RRG DISTRIBUTING INC D/B/A NORTH AMERICAN EMBROIDERY 435 SOUTH KIETZKE LN RENO, NV 89502	Model Dairy, LLC	LEASE: BUILDING AND LAND	\$ -
6439	SOUTH KIETZKE PARTNERS LLC C/O BONARI AND CO CPAS ATTN GEORGE BONARI 3724 LAKESIDE DR, STE 201 RENO, NV 89509	Model Dairy, LLC	LEASE: BUILDING AND LAND DATED 05/11/2015	\$ 10,073.00
6443	SOUTH KIETZKE PARTNERS, LLC C/O BONARI AND CO CPAS ATTN GEORGE BONARI 3724 LAKESIDE DR, STE 201 RENO, NV 89509	Model Dairy, LLC	LEASE: BUILDING AND LAND DATED 10/13/2017	\$ -

8018	Z-MARINE INC ATTN STEVEN ZINO 500 GOULD ST RENO, NV 89505	Model Dairy, LLC	LEASE: BUILDING AND LAND DATED 03/29/2019	\$ -
8019	Z-MARINE INC ATTN STEVEN ZINO 500 GOULD ST RENO, NV 89505	Model Dairy, LLC	LEASE: BUILDING AND LAND DATED 10/23/2008	\$ -